



May 12, 2023

To whom it may concern:

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Representative: Eiji Sato, President and CEO
(Code: 4626 Listed on Prime Market of
Tokyo Stock Exchange)
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Notice Regarding Company's Propositions For 77th Ordinary General Shareholders' Meeting

TAIYO HOLDINGS CO., LTD. (hereinafter, "Taiyo Holdings ") hereby announces that at its meeting of the Board of Directors held on May 12, 2023, it has resolved the proposals to be submitted for review at the 77th Ordinary General Shareholders' Meeting scheduled to be held on June 17, 2023 as provided below.

Particulars

1. Proposals to Be Submitted for Review at 77th Ordinary General Shareholders' Meeting

(1) Proposal 1: Appropriation of Surplus

(2) Proposal 2: Election of One (1) Alternate Audit & Supervisory Board Member

2. Overview of Each Proposal

(1) Proposal 1: Appropriation of Surplus

Taiyo Holdings regards profit distribution to shareholders in cash as one of the most important policies and will effectuate a continuous, stable profit distribution at high levels. In addition, we use the dividend-on-equity ratio as our target index and aim to keep this figure at a minimum of 5% based on the consolidated financial results for the mid-to-long term.

In September 2023, Taiyo Holdings will celebrate the 70th anniversary of its founding. Accordingly, Taiyo Holdings would like to add a commemorative dividend of 15.00 yen to the ordinary dividend of 37.00 yen, resulting in a year-end dividend of 52.00 yen per share.

i Dividend type

Cash

ii Details of dividend allocation and total amount

Dividend of 37.00 yen plus a commemorative dividend of 15.00 yen per share of common stock of Taiyo Holdings is added to 52.00 yen.

Total dividends: 2,905,861,452 yen

iii Effective distribution date for dividends of surplus

June 19, 2023

The annual dividend for the fiscal year under review will be 89.00 yen per share, including the interim dividend of 37.00 yen previously paid.

(2) Proposal 2: Election of One Alternate Audit & Supervisory Board Member

At the conclusion of this Ordinary General Meeting of Shareholders, Akihito Sakai will retire from audit & supervisory board member due to the expiration of his term of office. In case the number of audit & supervisory board members prescribed by law is not met, the election of one alternate audit & supervisory board member is requested.

Although the number of audit & supervisory board members will be reduced by one, we believe that the effectiveness of audits by audit & supervisory board members will continue to be ensured through cooperation with the internal audit department and a system of three corporate auditors, the majority of whom are independent outside corporate auditors.

In addition, audit & supervisory board members concurred with this proposal. The candidate for alternate audit & supervisory board member also has agreed to his appointment if the number of audit & supervisory board members prescribed by law is not met.

The candidate for alternate audit & supervisory board member is as follows:

Name (Date of birth)	Brief resume, positions and important concurrent positions held	Number of Taiyo Holdings's shares owned
Masahiko Todo (July 17, 1968)	Apr. 1997 Registered as an attorney at law (Daini Tokyo Bar Association) Joined Ushijima & Associates (current Ushijima & Partners, Attorneys-at-Law) Jan. 2005 Partner of Ushijima & Partners, Attorneys-at-Law (present post)	Common Shares 0 shares

[Reason chosen as a candidate for alternate outside audit & supervisory board member] Masahiko Todo has no experience of direct involvement in the management of a company in the past, but he was selected as a candidate for alternate outside audit & supervisory board member because Taiyo Holdings expects him to utilize his high-level expertise and experience as an attorney in Taiyo Holdings's auditing system and it has judged that he will be able to carry out the duties of an outside audit & supervisory board member in an appropriate manner.

Notes:

1. There is no special interest between Masahiko Todo and Taiyo Holdings.
2. Masahiko Todo is a candidate for alternate outside audit & supervisory board member.
3. If Masahiko Todo is appointed as an outside audit & supervisory board member, Taiyo Holdings plans to notify the Tokyo Stock Exchange of his appointment as an independent officer in accordance with the provisions of the Tokyo Stock Exchange.
4. If Masahiko Todo is appointed as an outside audit & supervisory board member, Taiyo Holdings plans to conclude an agreement with him limiting liability for damages set forth in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. A general outline of the agreement provisions is as follows:
 - In the event that the audit & supervisory board member is liable for damages to Taiyo Holdings due to the neglect of duties, the audit & supervisory board member will bear the liability, limited to the minimum amount stipulated in laws and regulations.
 - Recognition of the limited liability mentioned above shall be limited to instances in which the audit & supervisory board member to whom the liability is attributable has executed his duties in good faith and without gross negligence.
5. Taiyo Holdings has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the

ENGLISH TRANSLATION OF JAPANESE-LANGUAGE DOCUMENT

This is a translation of the original Japanese-language document and is provided for convenience only.

In the event of any discrepancy between this translated document and Japanese original, the original shall prevail

Taiyo Holdings will cover damages incurred by the insured under the policy. If he is appointed as an outside audit & supervisory board member, he will be included as an insured in the policy.

6. There is no plan to conclude an indemnity agreement between Masahiko Todo and Taiyo Holdings regarding the expenses stipulated in Article 430-2, Paragraph 1, Item 1 of the Companies Act and the loss stipulated in Item 2 of the same Paragraph.

End